



**CHINA GOLD INTERNATIONAL RESOURCES CORP. LTD.**

*(a company incorporated under the laws of British Columbia, Canada with limited liability)*

**(TSX Symbol: CGG)**

**(HKEX Stock Code: 2099)**

**One Bentall Centre**

**Suite 660, 505 Burrard Street, Box 27**

**Vancouver, British Columbia V7X 1M4**

**Telephone: 604-609-0598 Fax: 604-688-0598**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual and special meeting (the “**Meeting**”) of the Shareholders will be held at the Vancouver offices of the Company located at Suite 660, 505 Burrard Street, Vancouver, British Columbia on June **29**, 2021 commencing at **10:00 am** (Vancouver time), for the purposes. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the information circular of the Company dated May 31, 2021 accompanying this notice (the “**Information Circular**”).

1. to receive the Company’s audited consolidated financial statements for the financial year ended December 31, 2020, together with the report of the Board and the auditors’ report thereon;
2. to appoint auditors of the Company for the ensuing year and to authorize the Board to fix the auditors’ remuneration;
3. to set the number of directors to be elected at the Meeting at nine (9);
4. to elect directors for the ensuing year;
5. to grant to the Board a general mandate to allot, issue and otherwise deal with unissued shares not exceeding 20% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly;
6. to grant to the Board a general mandate to repurchase shares not exceeding 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly;
7. to extend the share allotment mandate by the addition thereto of the shares repurchased by the Company;
8. to consider and, if thought fit, pass, with or without variation, an ordinary resolution of Independent Shareholders of the Company (consisting of the Shareholders of the Company other than China National Gold Group Co., Ltd. (formerly known as China National Gold Group Corporation) and any of its respective associates):
  - (a) the 2021 Financial Services Agreement dated May 5, 2021 and the transactions contemplated thereunder, as more particularly described in the Information Circular; and
  - (b) the Deposit Cap for the Deposit Service contemplated under the 2021 Financial Services Agreement, as more particularly described in the Information Circular; and

- (c) to authorize any one Director to do such further acts and things and to execute or cause to be executed, and to deliver or cause to be delivered, such other documents and instruments, and to take all such steps which in the opinion of such Director deems necessary or desirable to implement and/or carry out to give effect to the terms of the foregoing resolutions; and
9. to transact such other business as may properly come before the Meeting or any adjournments thereof.

The Board has fixed May 17, 2021 Vancouver time (being May 18, 2021 Hong Kong time) as the record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournments thereof.

Instructions to access the Information Circular and a form of proxy solicited by management of the Company for the Meeting (the “**Form of Proxy**”) accompany this notice. The Information Circular contains details of the matters to be considered at the Meeting. Information regarding the appointment of auditors and the election of directors may be found in the Information Circular under the headings “Appointment of Auditors”, “Election of Directors”, respectively.

#### **Form of Corporate Communications**

The Company makes available English and Chinese versions of its corporate communications on the Company’s website at [www.chinagoldintl.com](http://www.chinagoldintl.com) and the HKEX news website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk). A holder of the Company’s shares may also elect from time to time to receive corporate communications in printed form, and in English language or in Chinese language or in both English and Chinese language, by reasonable notice in writing to the Company c/o the Hong Kong Share Registrar or by email to [chinagold.ecom@computershare.com.hk](mailto:chinagold.ecom@computershare.com.hk).

#### **Website Where Meeting Materials are Posted**

Electronic copies of the Information Circular, proxy related materials, the annual audited consolidated financial statements of the Company for the year ended December 31, 2020 and management’s discussion and analysis of the Company’s results of operations and financial condition for the year ended December 31, 2020 may be found on the Company’s SEDAR profile at [www.sedar.com](http://www.sedar.com), and on the HKEX news website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.chinagoldintl.com](http://www.chinagoldintl.com). In relation to the Meeting, the notice package for all shareholders will include the Form of Proxy, this notice of the annual general meeting of Shareholders and a supplemental return card (collectively, the “**Meeting Materials**”). We will mail a paper copy of the Meeting Materials to any shareholder who previously requested a paper copy. If you received the notice only and would like a paper copy of the Meeting Materials, please send us a request as set out below.

#### **How to Obtain Paper Copies of the Meeting Materials**

Shareholders with questions about the Notice-and-Access Provisions may call our transfer agent, AST Trust Company (Canada) (formerly CST Trust Company) (the “**Transfer Agent**”) toll-free at 1-888-433-6443 or our co-agent, Computershare Hong Kong Investor Services Limited, at (852) 2862 8688 during their respective business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday, excluding public holidays (in Canada or Hong Kong, as the case may be). The Meeting Materials can be viewed online on the Company’s website at [www.chinagoldintl.com](http://www.chinagoldintl.com). Please note that if you request a paper copy of the Meeting Materials, you will not receive a new Form of Proxy or voting instruction form, so you should retain these forms sent to you in order to vote. Shareholders may also obtain paper copies, free of charge on request. Please submit your request by: